

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC. <sup>1</sup>	:	Case No. 23-10219 (KBO)
	:	
Reorganized Debtor.	:	<b>Objection Deadline: October 23, 2023 at 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: November 1, 2023 at 9:30 a.m. (ET)</b>
	:	
	X	

**SUMMARY OF SEVENTH MONTHLY AND  
FINAL FEE APPLICATION OF LATHAM & WATKINS LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS BANKRUPTCY CO-COUNSEL TO THE DEBTORS FOR (I) THE  
MONTHLY PERIOD FROM AUGUST 1, 2023 THROUGH AUGUST 31, 2023 AND  
(II) THE FINAL PERIOD FROM FEBRUARY 20, 2023 THROUGH AUGUST 31, 2023**

Name of applicant	Latham & Watkins LLP (" <b>L&amp;W</b> ")
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of retention:	March 20, 2023, effective as of February 20, 2023
Monthly Fee Period <sup>2</sup> for which compensation and reimbursement are sought:	August 1, 2023 through August 31, 2023
Amount of monthly compensation sought as actual, reasonable, and necessary:	\$118,237.00*
Amount of monthly expense reimbursement sought as actual, reasonable and necessary:	\$0.00*
Final Fee Period for which compensation and reimbursement are sought:	February 20, 2023 through August 31, 2023
Amount of final compensation sought as actual, reasonable, and necessary:	\$4,604,076.75**

<sup>1</sup> The reorganized debtor in this case, along with the last four digits of the debtor's federal tax identification number, is: Starry Group Holdings, Inc. (9355). The reorganized debtor's address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.

<sup>2</sup> Capitalized terms used but not defined in these summary materials have the meanings ascribed to them in the Application.

\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

\*\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee, Court-requested reductions, and courtesy adjustments.

Amount of final expense reimbursement sought as actual, reasonable, and necessary:	\$0.00*
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This is a(n):   X   monthly    interim   X   final application

This application includes 15.70 hours with a value of \$16,083.00 incurred during the Monthly Fee Period in connection with the preparation of fee applications.

Prior Monthly Applications Filed:

Docket No.	Date Filed	Period Covered	Fees	Expenses	CNO Filed
266	3/31/2023	2/20/2023 – 2/28/2023	\$266,411.50	\$0.00	4/24/2023 Docket No. 354
337	4/21/2023	3/1/2023 – 3/31/2023	\$1,540,275.00	\$0.00	5/15/2023 Docket No. 427
440	5/19/2023	4/1/2023 – 4/30/2023	\$947,527.00	\$0.00	6/12/2023 Docket No. 516
550	6/30/2023	5/1/2023 – 5/31/2023	\$1,130,595.25	\$0.00	7/24/2023 Docket No. 600
584	7/20/2023	6/1/2023 – 6/30/2023	\$408,177.00	\$0.00	8/11/2023 Docket No. 619
620	8/14/2023	7/1/2023 – 7/31/2023	\$196,399.50	\$0.00	9/06/2023 Docket No. 663

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

**Summary Cover Sheet of Seventh Monthly and Final Fee Application**Case Name: **Starry Group Holdings, Inc., et al.**Case Number: **23-10219 (KBO)**Applicant's Name: **Latham & Watkins LLP**Date of Application: **October 2, 2023**Interim or Final: **Final**

Name of applicant	Latham & Watkins LLP
Name of client	Debtors and Debtors-in-Possession
Time period covered by the Monthly Fee Period	August 1, 2023 to August 31, 2023
Total compensation sought for the Monthly Fee Period	\$118,237.00*
Total expenses sought for the Monthly Fee Period	\$0.00*
Time period covered by the Final Fee Period	February 20, 2023 to August 31, 2023
Total compensation sought for the Final Fee Period	\$4,604,076.75**
Total expenses sought for the Final Fee Period	\$0.00*
Petition date	February 20, 2023
Retention date	March 20, 2023, effective as of February 20, 2023
Date of order approving employment	March 20, 2023 [Docket No. 169]
Total allowed compensation paid to date	\$2,750,668.00
Total allowed expenses paid to date	\$0.00
Blended attorney rate in the Monthly Fee Period	\$1,182.00
Blended timekeeper rate in the Monthly Fee Period	\$1,160.00
Blended rate in the Final Fee Period for all attorneys	\$1,267.00
Blended rate in the Final Fee Period for all timekeepers	\$1,252.00
Compensation sought and already paid pursuant to a monthly fee application but not yet allowed	\$1,388,137.40
Expenses sought and already paid pursuant to a monthly fee application but not yet allowed	\$0.00
Number of professionals included in the Final Fee Period	47
Number of professionals billing fewer than 15 hours during Final Fee Period	24
Number of professionals not included in budgets and staffing plans	0 <sup>1</sup>
Difference between fees budgeted and compensation sought for Final Fee Period	\$(476,798.25)
Any rates higher than those approved or disclosed at retention?	No

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

\*\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee, Court-requested reductions, and courtesy adjustments.

<sup>1</sup> The budgets and staffing plans approved by the client include only the timekeepers expected to bill a minimum number of hours to the Chapter 11 Cases during the Final Fee Period. Of the 47 timekeepers included in this Application, 23 billed 15 hours or more.

**MONTHLY COMPENSATION BY PROFESSIONAL**  
**AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

<b>Name of Professional</b>	<b>Position; Date of Hire; Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Joseph M. Kronsoble	Partner. Joined firm in 1991. Member of Illinois Bar since 1991.	\$1,995.00	0.9	\$1,795.50
Ted A. Dillman	Partner. Joined firm in 2008. Member of California Bar since 2008.	\$1,655.00	8.0	\$13,240.00
Jason B. Gott	Partner. Joined firm in 2017. Member of Illinois Bar since 2012.	\$1,495.00	0.7	\$1,046.50
Ben Kaplan	Counsel. Joined firm in 2022. Member of New York Bar since 2001.	\$1,535.00	1.6	\$2,456.00
Nicholas J. Messana	Associate. Joined firm in 2019. Member of New York Bar since 2017. Member of California Bar since 2020.	\$1,250.00	55.4	\$69,250.00
Derek Gumm	Associate. Joined firm in 2021. Member of California Bar since 2017.	\$1,205.00	2.7	\$3,253.50
Benjamin Roth	Associate. Joined firm in 2019. Member of California Bar since 2019.	\$960.00	12.6	\$12,096.00
Young Joon Joo	Associate. Joined firm in 2021.	\$830.00	13.5	\$11,205.00
Kevin D. Shang	Associate. Joined firm in 2022. Member of California Bar since 2022.	\$705.00	3.3	\$2,326.50
Christopher M. Tarrant	Senior Paralegal. Joined firm in 2022.	\$490.00	3.2	\$1,568.00

<b>Total</b>	<b>\$118,237.00*</b>
<b>Total Hours</b>	<b>101.9</b>
<b>Blended Rate</b>	<b>\$1,160.00</b>

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

**FINAL COMPENSATION BY PROFESSIONAL  
FEBRUARY 20, 2023 THROUGH AUGUST 31, 2023**

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Alexander F. Cohen	Partner. Joined firm in 2009. Member of New York Bar since 1988. Member of District of Columbia Bar since 2009.	\$2,175.00	1.2	\$2,610.00
Jeffrey E. Bjork	Partner. Joined firm in 2018. Member of California Bar since 1998.	\$2,035.00	3.4	\$6,919.00
Lawrence I. Safran	Partner. Joined firm in 2002. Member of New York Bar since 1986. Member of District of Columbia Bar since 2004.	\$2,035.00	3.0	\$6,105.00
Joseph M. Kronsoble	Partner. Joined firm in 1991. Member of Illinois Bar since 1991.	\$1,995.00	67.9	\$135,420.36
Stephanie L. Teicher	Partner. Joined firm in 2022. Member of New York Bar since 1997.	\$1,940.00	2.8	\$5,432.00
Joel H. Trotter	Partner. Joined firm in 1998. Member of Virginia Bar since 1995. Member of District of Columbia Bar since 2000.	\$1,940.00	1.8	\$3,492.00
Ted A. Dillman	Partner. Joined firm in 2008. Member of California Bar since 2008.	\$1,655.00	387.8	\$621,963.07
Chad G. Rolston	Partner. Joined firm in 2012. Member of California Bar since 2008.	\$1,575.00	7.3	\$11,481.07
Erin Murphy	Partner. Joined firm in 2020. Member of New York Bar since 2001. Member of California Bar since 2019.	\$1,495.00	9.0	\$13,455.00
Ipek Seniz Yakut	Partner. Joined firm in 2018. Member of New York Bar since 2010.	\$1,495.00	37.3	\$55,644.22
Jason B. Gott	Partner. Joined firm in 2017. Member of Illinois Bar since 2012.	\$1,495.00	223.0	\$325,378.10
Susan Yoon Parker	Partner. Joined firm in 2022. Member of Massachusetts Bar since 2009.	\$1,495.00	1.5	\$2,242.50
Christopher M. Bezeg	Partner. Joined firm in 2018. Member of New York Bar since 2013. Member of District of Columbia Bar since 2019.	\$1,435.00	2.6	\$3,731.00
Amy C. Quartarolo	Partner. Joined firm in 2002. Member of California Bar since 2002.	\$1,360.00	97.8	\$129,232.53

<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Elizabeth R. Park	Partner. Joined firm in 2000. Member of District of Columbia Bar since 2001.	\$1,360.00	62.7	\$85,219.31
Drew T. Gardiner	Partner. Joined firm in 2004. Member of California Bar since 2004.	\$1,360.00	1.0	\$1,360.00
Katherine A. Rocco	Partner. Joined firm in 2022. Member of New York Bar since 2010.	\$1,360.00	1.5	\$2,040.00
Peter M. Todaro	Counsel. Joined firm in 2016. Member of Virginia Bar since 1996. Member of District of Columbia Bar since 1997.	\$1,620.00	10.0	\$16,200.00
Ben Kaplan	Counsel. Joined firm in 2022. Member of New York Bar since 2001.	\$1,535.00	43.2	\$66,261.67
Chris Craige	Counsel. Joined firm in 2019. Member of California Bar since 2007. Member of District of Columbia Bar since 2022.	\$1,460.00	217.6	\$312,401.91
Jeffrey T. Mispagel	Counsel. Joined firm in 2016. Member of New York Bar since 2010. Member of California Bar since 2022.	\$1,460.00	329.6	\$481,151.44
Dustin A. Paige	Counsel. Joined firm in 2018. Member of Illinois Bar since 2012.	\$1,360.00	2.2	\$2,992.00
Nathan M. Saper	Associate. Joined firm in 2018. Member of California Bar since. 2013.	\$1,250.00	24.3	\$30,375.00
Nicholas J. Messana	Associate. Joined firm in 2019. Member of New York Bar since 2017. Member of California Bar since 2020.	\$1,250.00	808.0	\$1,002,461.26
Derek Gumm	Associate. Joined firm in 2021. Member of California Bar since. 2017.	\$1,205.00	93.6	\$112,788.00
Doug Tifft	Associate. Joined firm in 2018. Member of New York Bar since 2017. Member of District of Columbia Bar since 2018.	\$1,185.00	27.6	\$32,676.86
Anika Amin	Associate. Joined firm in 2020. Member of New York Bar since 2018.	\$1,140.00	76.5	\$87,140.33
Markus von der Marwitz	Associate. Joined firm in 2020. Member of New York Bar since 2019. Member of California Bar since 2021.	\$1,140.00	223.0	\$254,240.55
Michael H. Herman	Associate. Joined firm in 2018. Member of New York Bar since 2019. Member of District of Columbia Bar since 2019.	\$1,140.00	22.4	\$25,536.00
Keith L. Williams	Associate. Joined firm in 2018. Member of California Bar since. 2017.	\$1,140.00	18.8	\$21,432.00

Name of Professional	Position of the Applicant; Year of Obtaining License to Practice; Date of Hire	Hourly Billing Rate <sup>1</sup>	Total Hours Billed	Total Compensation
Gabrielle L. Blum	Associate. Joined firm in 2019. Member of District of Columbia Bar since 2019.	\$1,065.00	2.7	\$2,854.07
Alexandros Korogiannakis	Associate. Joined firm in 2023. Member of New York Bar since 2019.	\$1,065.00	4.0	\$4,260.00
Nicole Nour	Associate. Joined firm in 2019. Member of California Bar since 2019.	\$1,065.00	3.0	\$3,195.00
Qinhan (Eric) Luo	Associate. Joined firm in 2019. Member of New York Bar since 2014.	\$1,065.00	74.8	\$79,712.95
Benjamin Roth	Associate. Joined firm in 2019. Member of California Bar since 2019.	\$960.00	423.0	\$406,100.17
Young Joon Joo	Associate. Joined firm in 2021.	\$830.00	83.6	\$69,350.88
Alizah Charaniya	Associate. Joined firm in 2022. Member of New York Bar since 2021.	\$705.00	13.1	\$9,235.50
Hanna M. Kostamaa	Associate. Joined firm in 2022. Member of California Bar since 2022.	\$705.00	33.6	\$23,688.00
Kevin D. Shang	Associate. Joined firm in 2022. Member of California Bar since 2022.	\$705.00	157.3	\$110,878.63
Daniel Sung	Associate. Joined firm in 2022.	\$705.00	1.5	\$1,049.62
Alicia C. Davis	Restructuring Attorney. Joined firm in 2019. Member of California Bar since 2019. Member of Illinois Bar since 2009.	\$980.00	7.6	\$7,392.51
Colleen M. Rico	Senior Paralegal. Joined firm in 2002.	\$550.00	8.5	\$4,675.00
Helen E. Thompson	Senior Paralegal. Joined firm in 2001.	\$520.00	4.6	\$2,392.00
Terrijor J. Beale	Research Librarian. Joined firm in 2019.	\$505.00	1.5	\$757.50
Bradley J. Bourne	Connectivity, Privacy & Information Attorney. Joined firm in 2018.	\$505.00	9.8	\$4,949.00
Christopher M. Tarrant	Senior Paralegal. Joined firm in 2022.	\$490.00	37.2	\$18,219.24
Amanda C. Steinborn	Paralegal. Joined firm in 2022.	\$300.00	5.1	\$1,530.00

**Total** **\$4,604,076.75\*\***  
**Total Hours** **3,679.0**  
**Blended Rate** **\$1,252.00**

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\*\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee, Court-requested reductions, and courtesy adjustments.

**MONTHLY COMPENSATION BY PROJECT CATEGORY**  
**AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Assumption and Rejection of Leases and Contracts	7.8	\$7,488.00
Claims Administration and Objections	5.5	\$5,654.50
Employment and Fee Applications	15.7	\$16,083.00
Financing and Cash Collateral	15.1	\$13,205.00
Plan and Disclosure Statement	54.2	\$70,757.50
Tax	3.6	\$5,049.00
<b>TOTAL</b>	<b>101.9</b>	<b>\$118,237.00*</b>

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.



**FINAL COMPENSATION BY PROJECT CATEGORY**  
**FEBRUARY 20, 2023 THROUGH AUGUST 31, 2023**

<b>Project Category</b>	<b>Total Hours<sup>1</sup></b>	<b>Total Fees</b>
Asset Disposition	270.3	\$342,554.15
Assumption and Rejection of Leases and Contracts	253.9	\$291,676.50
Business Operations	24.5	\$29,762.00
Case Administration	60.0	\$79,328.20
Claims Administration and Objections	45.1	\$57,685.22
Corporate Governance and Board Matters	14.8	\$22,671.65
Employment and Fee Applications	173.7	\$181,405.72
Financing and Cash Collateral	454.5	\$541,339.55
Hearings	144.6	\$193,025.54
Litigation	186.8	\$238,608.00
Meetings and Communications with Creditors	71.2	\$106,918.03
Non-Working Travel	59.4	\$44,354.25
Plan and Disclosure Statement	1,619.6	\$2,046,975.26
Reporting and Schedules	54.0	\$68,787.00
Tax	178.6	\$269,826.00
United States Trustee	68.0	\$92,705.18
<b>TOTAL</b>	<b>3,679.0</b>	<b>\$4,604,076.75**</b>

<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

\*\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee, Court-requested reductions, and courtesy adjustments.

**MONTHLY EXPENSE SUMMARY**  
**AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Expense Category	Total Expenses
None	\$0.00
<b>TOTAL</b>	<b>\$0.00*</b>

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

**FINAL EXPENSE SUMMARY**  
**FEBRUARY 20, 2023 THROUGH AUGUST 31, 2023**

Expense Category	Total Expenses
None	\$0.00
<b>TOTAL</b>	<b>\$0.00*</b>

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\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC. <sup>1</sup>	:	Case No. 23-10219 (KBO)
	:	
Reorganized Debtor.	:	<b>Objection Deadline: October 23, 2023 at 4:00 p.m. (ET)</b>
	:	<b>Hearing Date: November 1, 2023 at 9:30 a.m. (ET)</b>
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**SEVENTH MONTHLY AND  
FINAL FEE APPLICATION OF LATHAM & WATKINS LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES AS BANKRUPTCY CO-COUNSEL TO THE DEBTORS FOR (I) THE  
MONTHLY PERIOD FROM AUGUST 1, 2023 THROUGH AUGUST 31, 2023 AND  
(II) THE FINAL PERIOD FROM FEBRUARY 20, 2023 THROUGH AUGUST 31, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 173] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**L&W**”) hereby files this *Seventh Monthly and Final Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Bankruptcy Co-Counsel for (I) The Monthly*

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<sup>1</sup> The reorganized debtor in this case, along with the last four digits of the debtor’s federal tax identification number, is: Starry Group Holdings, Inc. (9355). The reorganized debtor’s address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.

\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee.

\*\* This amount reflects voluntary write-offs as agreed to with the U.S. Trustee, Court-requested reductions, and courtesy adjustments.

*Period From August 1, 2023 Through August 31, 2023 and (II) The Final Period From February 20, 2023 Through August 31, 2023 (this “**Application**”).* By this Application, L&W seeks (a) a monthly allowance pursuant to the Interim Compensation Order with respect to the sum of \$118,237.00\* as compensation for the period August 1, 2023 through and including August 31, 2023 (the “**Monthly Fee Period**”), and (b) a final allowance pursuant to the Interim Compensation Order with respect to the sum of \$4,604,076.75\*\* for the period February 20, 2023 through and including August 31, 2023 (the “**Final Fee Period**”). In support of this Application, L&W respectfully represents as follows:

### **Background**

1. On February 20, 2023 (the “**Petition Date**”), Starry Group Holdings, Inc. and its debtor affiliates (before the Effective Date, collectively, the “**Debtors**”) commenced with the Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. On March 3, 2023, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors in the Chapter 11 Cases [Docket No. 99] (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in the Chapter 11 Cases. The Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

2. L&W was retained effective as of the Petition Date pursuant to the *Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Co-Counsel Effective as of the Petition Date* [Docket No. 169] (the “**Retention Order**”). The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. As set forth in detail in the *Declaration of Chaitanya Kanojia in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 41] (the “**First Day Declaration**”), the Debtors commenced the Chapter 11 Cases following extensive negotiations with their Prepetition Lenders regarding the terms of a restructuring transaction, which culminated in the Restructuring Support Agreement.<sup>2</sup> The Restructuring Support Agreement set forth a dual-track process pursuant to which the Prepetition Lenders agreed to backstop and assume control of the Debtors’ business under a chapter 11 plan that contemplated the equitization of their funded debt claims or reorganized equity, which would be solicited through a sale process under section 363 of the Bankruptcy Code.

4. On March 21, 2023, the Court entered an order [Docket No. 185] (the “**Bidding Procedures Order**”) approving, among other things, bidding procedures for a sale of substantially all of the Debtors’ assets and/or equity of the reorganized Debtors. On April 23, 2023, the Debtors filed the *Notice of Auction Cancellation* [Docket No. 352], which provided that the Debtors received only one Qualified Bid, which was from the DIP Agent and Prepetition Agent and would be submitted for Court approval in accordance with the Bidding Procedures Order in the event that the Plan was not consummated.

5. On March 31, 2023, the Court entered an order [Docket No. 271] approving, among other things, the adequacy of the information contained in the *Disclosure Statement for Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 273] (together with all exhibits and supplements thereto, the “**Disclosure Statement**”), procedures for soliciting votes to accept or reject the *Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and*

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the First Day Declaration, Bidding Procedures Order (as defined below), or the Plan (as defined below), as applicable.

*Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 272] (together with all exhibits and supplements thereto, the “**Solicited Plan**”), and the deadline and procedures for filing objections to confirmation of the Solicited Plan. On May 22, 2023, the Debtors filed the *Third Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 459] (together with all exhibits and supplements thereto, and as modified or amended from time to time, the “**Plan**”). On May 26, 2023, the Court entered an order confirming the Plan [Docket No. 487] (the “**Confirmation Order**”).

6. On August 31, 2023, all conditions precedent to the Effective Date enumerated in Article VIII of the Plan were satisfied or waived in accordance with the Plan and the Effective Date of the Plan occurred. *See Notice of (A) Entry of Order Confirming and (B) Effective Date of Third Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 656].

7. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the circumstances leading to the commencement of the Chapter 11 Cases, is set forth in detail in the First Day Declaration, and is incorporated herein by reference.<sup>3</sup>

### **Compensation Paid and Its Source**

8. All services for which compensation is requested by L&W were performed for or on behalf of the Debtors.

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<sup>3</sup> The First Day Declaration, Bidding Procedures Order, Plan, and other relevant case information is available on the following website maintained by the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC: <http://www.kccllc.net/Starry>.

9. L&W has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application other than in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Court's orders.

10. Pursuant to Bankruptcy Rule 2016(b), L&W has not shared, nor has L&W agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of L&W, or (b) any compensation another person or party has received or may receive.

#### **Fee Statements**

11. The fee statement for the Monthly Fee Period is attached hereto as **Exhibit A**, showing the amount of \$118,237.00 due for fees. All other fee statements for the Final Fee Period were attached as **Exhibit A** to each of L&W's previously filed monthly fee applications.<sup>4</sup> These statements contain daily time logs describing the time spent by each attorney and paraprofessional for the Monthly Fee Period and the Final Fee Period.

#### **Actual and Necessary Expenses**

12. L&W is not seeking reimbursement for any actual and necessary expenses incurred during the Final Fee Period. Pursuant to Local Rule 2016-2, L&W represents that it will charge for copying at a rate of \$0.10 per page. There is no charge for incoming or outgoing telecopier transmissions.

13. L&W believes the foregoing expense rates are the market rates that law firms charge clients for such services. In addition, L&W believes that such charges are in accordance

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<sup>4</sup> See Docket Nos. 266, 337, 440, 550, 584, and 620.



with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

14. During the Final Fee Period, L&W represented the Debtors in all aspects of the Chapter 11 Cases and played an integral role negotiating and consummating a value-maximizing restructuring as embodied in the Plan. Among other things, L&W assisted in: (a) negotiating and obtaining postpetition financing for the Debtors; (b) obtaining entry of the Bidding Procedures Order; (c) conducting a competitive marketing process for the sale of the Debtors' assets; (d) negotiating and memorializing the terms of the Debtors' Plan and Disclosure Statement; (f) soliciting the requisite acceptance of the Solicited Plan; (g) obtaining entry of the Confirmation Order on a largely uncontested basis; (h) responding to various information requests from the U.S. Trustee and the Creditors' Committee; (i) responding to other general inquiries from interested parties; and (j) assisting with the various other tasks related to the administration of the Debtors' bankruptcy estates and the Chapter 11 Cases.

15. Given the successful resolution, complexity, and speed of the Chapter 11 Cases, L&W submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services L&W provided to the Debtors during the Final Fee Period are reasonable and appropriate and should be approved.

### **Valuation of Services**

16. Attorneys and paraprofessionals of L&W have expended a total of 101.9 hours during the Monthly Fee Period, and 3,679 hours during the Final Fee Period on matters related to the Chapter 11 Cases. The hourly rates charged for these services are L&W's normal hourly rates

for work of this character. The reasonable value of the services rendered by L&W to the Debtors during the Final Fee Period is \$4,604,076.75.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by L&W are fair and reasonable given (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title. Moreover, L&W has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Local Rule.

**Disclosures Pursuant to U.S. Trustee Guidelines**

18. Attached hereto as **Exhibit B** are L&W's customary and comparable compensation disclosures for the Final Fee Period.

19. Attached hereto as **Exhibit C** are L&W's budgets and staffing plans for the Final Fee Period.

20. Attached hereto as **Exhibit D** is a summary of fees and hours budgeted compared to fees and hours billed during the Final Fee Period.

21. Finally, attached hereto as **Exhibit E** is the certification of Ted A. Dillman in support of this Application, which includes responses to the six questions set forth in Section C.5 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases*, effective November 1, 2013 (the "**U.S. Trustee Guidelines**").

22. To the best of L&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the U.S. Trustee Guidelines, Local Rule 2016-2, and the Interim Compensation Order.

WHEREFORE, L&W respectfully requests (a) that a final allowance be made to L&W pursuant to the terms of the Interim Compensation Order with respect to the sums of \$4,604,076.75 as compensation and \$0.00 for reimbursement of actual and necessary expenses, for a total of \$4,604,076.75 for the Final Fee Period; and (b) that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: October 2, 2023  
Los Angeles, California

/s/ Ted A. Dillman

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